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WC 07-115

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May 22, 2007

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### Via Federal Express

Marlene H. Dortch, Secretary  
Federal Communications Commission  
Wireline Competition Bureau  
P.O. Box 358145  
Pittsburgh, Pennsylvania 15251-5145

**Re: Joint International and Domestic Application of U.S. Wireless Data, Inc. and  
Capital Telecommunications, Inc. for Consent to Transfer Control**

Dear Ms. Dortch:

On behalf of U.S. Wireless Data, Inc. ("USWI") and Capital Telecommunications, Inc. ("CTI"), enclosed herewith are an original and six (6) copies of the Joint International and Domestic Application for Consent to Transfer Control of CTI to USWI.

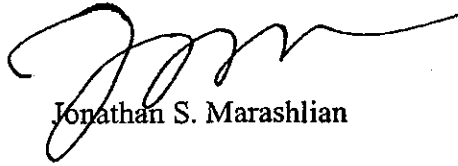
Also enclosed is a completed Fee Remittance Form 159 with credit card authorization in the amount of \$965.00, in satisfaction of the filing requirement for this Application under line 2.b. of Section 1.1105 of the Commission's Rules.

The International Application has been filed electronically via IBFS with the Fee Remittance Form 159 and \$965.00 filing fee also completed electronically.

An additional copy of this filing is also enclosed, to be date-stamped and returned in the envelope provided.

Should there be any questions regarding this filing, kindly contact the undersigned.

Respectfully submitted,

A handwritten signature in black ink, appearing to be 'JSM', written over the printed name.

Jonathan S. Marashlian

Enclosures

cc via e-mail: Jodie May – [Jodie.May@fcc.gov](mailto:Jodie.May@fcc.gov)

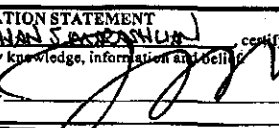
Tracey Wilson-Parker – [Tracey.Wilson-Parker@fcc.gov](mailto:Tracey.Wilson-Parker@fcc.gov)

READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
**REMITTANCE ADVICE**

Approved by OMB  
3060-0589

Page 1 of 1

(1) LOCK BOX # <b>358145</b>		SPECIAL USE ONLY	
		FCC USE ONLY	
<b>SECTION A - PAYER INFORMATION</b>			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) <b>Helein &amp; Marshlian, LLC</b>		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) <b>\$965.00</b>	
(4) STREET ADDRESS LINE NO. 1 <b>1483 Chain Bridge Road</b>			
(5) STREET ADDRESS LINE NO. 2 <b>Suite 301</b>			
(6) CITY <b>McLean</b>		(7) STATE <b>VA</b>	(8) ZIP CODE <b>22101</b>
(9) DAYTIME TELEPHONE NUMBER (include area code) <b>703-714-1300</b>		(10) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(11) PAYER (FRN) <b>0003784188</b>		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME <b>U.S. Wireless Data, Inc.</b>			
(14) STREET ADDRESS LINE NO. 1 <b>2128 Orchard Parkway</b>			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY <b>San Jose</b>		(17) STATE <b>CA</b>	(18) ZIP CODE <b>95134</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>408-625-2715</b>		(20) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(21) APPLICANT (FRN) <b>0016385478</b>		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE <b>CUT</b>	(25A) QUANTITY <b>1</b>	
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE <b>\$965.00</b>	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
<b>SECTION D - CERTIFICATION</b>			
CERTIFICATION STATEMENT I, <b>JONATHAN S. BRAMLEY</b> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE 		DATE <b>5/22/07</b>	

FEDERAL COMMUNICATIONS COMMISSION <b>REMITTANCE ADVICE (CONTINUATION SHEET)</b> Page No. <u>1</u> of <u>1</u>		SPECIAL USE
		FCC USE ONLY
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT <b>SECTION BB - ADDITIONAL APPLICANT INFORMATION</b>		
(13) APPLICANT NAME <b>Capital Telecommunications, Inc.</b>		
(14) STREET ADDRESS LINE NO. 1 <b>2728 Orchard Parkway</b>		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY <b>San Jose</b>	(17) STATE <b>CA</b>	(18) ZIP CODE <b>95134</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>408-625-2715</b>		(20) COUNTRY CODE (if not in U.S.A.)
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>		
(21) APPLICANT (FRN) <b>0003743119</b>		(22) FCC USE ONLY
<b>COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET</b>		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1		(29A) FCC CODE 2
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1		(29B) FCC CODE 2
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1		(29C) FCC CODE 2
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1		(29D) FCC CODE 2
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1		(29E) FCC CODE 2
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1		(29F) FCC CODE 2

**STAMP & RETURN**

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

In the Matter of )  
)  
)

U.S. WIRELESS DATA, INC. )  
)  
)

Transferee, )  
)  
)

STARVOX COMMUNICATIONS, INC. )  
)  
)

Transferor, )  
)  
)

CAPITAL TELECOMMUNICATIONS, INC. )  
)  
)

Transferor, )  
)  
)

Application Pursuant to Section 214 of the )  
Communications Act of 1934 and Section 63.24 )  
of the Commission's Rules for Consent to the )  
Transfer of Control of StarVox )  
Communications, Inc. and Capital )  
Telecommunications, Inc. to U.S. Wireless )  
Data, Inc. )  
)  
)

File No. \_\_\_\_\_

And )  
)  
)

Application Pursuant to Section 214 of the )  
Communications Act of 1934 and Section 63.04 )  
Of the Commission's Rules for Consent to the )  
Transfer of Control of StarVox )  
Communications, Inc. and Capital )  
Telecommunications, Inc. to U.S. Wireless )  
Data, Inc. )  
)  
)

WC Docket No. \_\_\_\_\_

**JOINT INTERNATIONAL AND DOMESTIC APPLICATION**  
**FOR CONSENT TO TRANSFER CONTROL**

StarVox Communications, Inc., ("StarVox") through undersigned counsel and pursuant to Section 214 of the Communications Act, as amended,<sup>1</sup> and Sections 63.04 and 63.24 of the Commission's Rules<sup>2</sup> hereby seeks *nunc pro tunc* approval of a transfer of control of StarVox and its direct, wholly-owned subsidiary, Capital Telecommunications, Inc. ("CTI") to U.S. Wireless Data, Inc. ("USWI") (collectively, the "Applicants").

Applicants seek streamlined processing of this Joint International and Domestic Application pursuant to Sections 63.03 and 63.12 of the Commission's rules.<sup>3</sup> This application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) of the Commission's rules, 47 C.F.R. § 63.03(b)(2)(i), because (a) after the transaction, the Applicants still have less than 10 percent market share in the interstate, interexchange marketplace and provide competitive services exclusively in areas served by dominant local carriers that are not parties to the transaction, and (b) the Applicants are not dominant with respect to any domestic service. This Application also qualifies for streamlined treatment under Section 63.12 because (a) the Applicants are not affiliated with a dominant foreign carrier as a result of the transaction and (b) none of the other provisions contained in Section 63.12(c) of the Commission's rules, 47 C.F.R. § 63.12, apply.

### **The Applicants**

StarVox is a non-dominant carrier authorized by the Commission to provide switched and dedicated intrastate, interstate, and international long distance message toll telecommunications services to business, enterprise (multi-location businesses), and carrier customers on a retail and

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<sup>1</sup> 47 U.S.C. § 214.

<sup>2</sup> 47 C.F.R. §§ 63.04; 63.24.

<sup>3</sup> 47 C.F.R. §§ 63.03 and 63.12.

wholesale basis. StarVox provides international telecommunications services pursuant to International Section 214 authorization.<sup>4</sup>

CTI is a non-dominant carrier authorized by the Commission to provide traditional local, long distance and data services primarily to small and medium-sized businesses in Connecticut, Delaware, Maryland, Massachusetts, New Jersey, New York and Texas. CTI also provides international telecommunications services pursuant to an International Section 214 authorization.<sup>5</sup>

Pursuant to the terms of a Stock Purchase Agreement and following Commission grants of required authorizations,<sup>6</sup> on October 16, 2006, CTI became a direct, wholly owned subsidiary of StarVox. CTI continues to operate under its name and operating authorities. At the time of the CTI acquisition, StarVox was a privately-held corporation organized under the laws of the State of California. As disclosed in the transfer application filed by StarVox and CTI, after consummation of the acquisition, three individuals or entities held a 10% or greater direct equity and voting interest in StarVox: Douglas Zorn, a U.S. citizen (12%); Novus Ventures II, L.P., a U.S. limited partnership (20%); and Trinad Capital Master Fund Ltd. (Trinad Master Fund), a Hedge Fund Investment Group organized in the Cayman Islands (16%).

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<sup>4</sup> StarVox provides international telecommunications services pursuant to global resale and facilities-based International Section 214 authorization granted by the Commission in File No. ITC-214-20050407-00146. *See* Public Notice, DA No. 05-129, Rep. No. TEL-00907 (rel. May 5, 2005, grant effective April 29, 2005).

<sup>5</sup> CTI provides international telecommunications services pursuant to global resale International Section 214 authorization granted by the Commission in File No. ITC-92-169. *See* Order, Authorization and Certificate DA 92-984 (Adopted: July 22, 1992, rel. August 7, 1992).

<sup>6</sup> *See* Domestic Section 214 Application Filed for the Transfer of Control of Capital Telecommunications, Inc. to StarVox Communications, Inc., WC Docket No. 06-127, Public Notice, DA 06-1409 (rel. July 7, 2006); Domestic Authorization Granted, Application filed for the Transfer of Control of Capital Telecommunications, Inc. to StarVox Communications, Inc., WC Docket No. 06-127, Public Notice, DA 06-1904 (rel. Sept. 21, 2006); International Authorizations Granted, Public Notice, DA-06-1899, ITC-T/C-20060616-00317 (rel. Sept. 21, 2006).

### **Description of the Transaction**

In order to gain access to public capital markets, on March 23, 2007, StarVox completed a reverse merger ("merger") with U.S. Wireless Data, Inc. ("USWI"), a Delaware corporation, pursuant to which a wholly-owned subsidiary of USWI merged with and into StarVox, with StarVox surviving as a wholly-owned subsidiary of USWI. In connection with the merger, warrants issued pursuant to the late-2006 bridge financing were exercised as a condition to and immediately prior to the consummation of the merger.<sup>7</sup> The StarVox common stock issued in connection with such exercise was then converted into the right to receive shares of USWI Series A preferred stock in connection with the merger along with all other outstanding shares of StarVox common and preferred stock. The merger diluted the ownership interests of some individuals and entities that had previously held a cognizable interest in StarVox. StarVox's officers and management became the officers and management of USWI.

Prior to the completion of the merger, USWI was a publicly traded shell company having no operations, employees or assets. Following the merger, USWI is no longer a shell, and intends to change its name to StarVox. CTI remains a direct, wholly-owned subsidiary of StarVox.

### **Public Interest**

The Applicants respectfully submit that the transfer of control effected through its recent merger with USWI, a publicly-traded shell holding corporation, serves the public interest. StarVox and CTI continue to operate under the same name and operating authorities as before the merger. All existing tariffs and rates will remain in place.

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<sup>7</sup> On October 20, 2006, StarVox offered each of its then current shareholders the opportunity to participate in a bridge financing. Pursuant to such financing, StarVox issued demand promissory notes and warrants to purchase shares of StarVox common stock equal to 50% of the outstanding capital stock of StarVox to those shareholders that chose to participate.



The transfer of control was entirely transparent to StarVox and CTI customers and did not have any adverse impact on them. StarVox and CTI continue to provide services under their names and servicemarks. The transfer of control involved no change in the entity providing telecommunications service directly to customers and the end user services, rates, terms and conditions of such services have not changed and the Applicants have no plans to make any changes in the near future. Lastly, the merger did not result in the transfer or disposition of StarVox or CTI customers or authorizations. In sum, consummation of the merger did not result in any perceivable changes to either StarVox's or CTI's customers. The only change was in the ultimate ownership of StarVox and CTI, which now resides with USWI, a publicly-traded company.

Grant of the requested *nunc pro tunc* approval of the transfer of control of StarVox to USWI is in the public interest and in the interest of current StarVox customers. Granting Applicants' request will not only provide StarVox access to public financial markets, but will also provide assurances to existing customers and investors that StarVox has the financial ability to render and expand services. StarVox, as the subsidiary of a publicly-traded company, USWI, will have access to additional sources of financing through the public markets that will further enhance its ability to provide reliable, technologically advanced, and competitively priced telecommunications, data and Internet Access services to existing customers and to grow its business and further broaden the diversity of services it can offer the public. Unwinding the transaction or otherwise penalizing StarVox by withholding or conditioning grant of this Application will have severe adverse consequences for the company, its investors, and most importantly, its customers. Without access to the additional sources of financing made possible

through its merger with USWI, StarVox would quickly see its ability to maintain existing services diminished and its ability to fund continued operations hampered.

### **Specific Part 63 Information**

As required by Section 63.24(e) of the Commission's Rules, Applicant submits the following information requested in paragraphs (a) through (d) of § 63.18 for both the StarVox and CTI, the transferors, and USWI, the transferee, and the information requested in paragraphs (h) through (p) of § 63.18 for USWI:

§ 63.18(a). Name, address, and telephone number:

U.S. Wireless Data, Inc.  
2728 Orchard Parkway  
San Jose, CA 95134  
Telephone: 408-625-2715

StarVox Communications, Inc.  
2728 Orchard Parkway  
San Jose, CA 95134  
Telephone: 408-625-2715

Capital Telecommunications, Inc.  
200 West Market Street  
York, PA 17401  
Telephone: 717-848-8800

§ 63.18(b). USWI is a Delaware corporation.  
StarVox is a California corporation.  
CTI is a Pennsylvania corporation.

§ 63.18(c). Correspondence concerning this Notification should be addressed to:

Jonathan S. Marashlian, Esq.  
HELEIN & MARASHLIAN, LLC  
The CommLaw Group  
1483 Chain Bridge Road  
Suite 301  
McLean, VA 22101  
Telephone: (703) 714-1313  
Facsimile: (703) 714-1330  
Counsel for StarVox Communications, Inc.

With a copy to:

Thomas E. Rowley  
Chief Executive Officer and Director  
U.S. Wireless Data, Inc.  
2728 Orchard Parkway  
San Jose, CA 95134  
Telephone: 408-625-2701  
Facsimile: 800-270-9380

And

Kyle Dickson, Esq.  
General Counsel  
For StarVox, CTI and USWI  
8275 El Rio  
Suite 110  
Houston, TX 77054  
Tel: 713-440-4100  
Fax: 713-440-4139  
E-mail: [kdickson@starvox.com](mailto:kdickson@starvox.com)

§ 63.18(d). StarVox obtained authority to assume control of CTI's international "global" authorization under Section 214 of the Act, as amended, 47 U.S.C. § 214, pursuant to Commission authorization announced via Public Notice, DA 06-1899, released September 21, 2006 (ITC-T/C-20060616-00317). Likewise, StarVox assumed control of CTI's domestic interstate common carrier assets and authorization pursuant to Commission authorization in Notice of Domestic Authorization Granted, DA 06-527, WC Docket No. 06-127 (Sept. 21, 2006).

§ 63.18(h). CTI remains a direct, wholly-owned subsidiary of StarVox, which is now, in turn, a direct, wholly-owned subsidiary of USWI as a result of its merger described herein. The following entities hold a 10% or greater direct or indirect equity interest in USWI:

## **DIRECT OWNERSHIP INTEREST DISCLOSURES**

As of March 23, 2007, the following entities or individuals hold a 10% or greater direct equity interest in USWI:

Name: **Destar LLC**  
Interest: 11%  
Street Address: 2121 Avenue of the Stars, Suite 2550  
City/State/Zip: Los Angeles, CA 90067  
Citizenship: United States  
Principal Business: Investment Holding Company

Name: **David Smith**  
Interest: 21%  
(Calculated as follows: 10% direct equity interest in USWI plus 11% interest through his 100% ownership of Destar LLC, see Note 1)  
Street Address: 888 Linda Flora Drive  
City/State/Zip: Los Angeles, CA 90077  
Citizenship: United States  
Principal Business: Investment Management

Name: **Trinad Capital Master Fund Ltd., see Note 2**  
Interest: 22%  
Street Address: 2121 Avenue of the Stars, Suite 2550  
City/State/Zip: Los Angeles, CA 90067  
Citizenship: **Trinad is incorporated in the Cayman Islands**  
with a registered address of:  
Codan Trust Co, Ltd  
4th Floor, Century Yard,  
Cricket Square, Hutchins Drive  
PO Box 2861  
George Town, Grand Cayman, Cayman Islands.  
Principal Business: Hedge Fund Investment Group

**Note 1:** The sole general partner and 100% stockholder of **Destar LLC** is David Smith.

**Note 2:** **Trinad Capital Master Fund Ltd.** is structured in a Master Fund/Feeder Fund ("Master/Feeder") format. **Trinad Capital LP** is the "domestic feeder." Trinad Capital International is a Caymans Island corporation and is the "offshore feeder." This is for offshore investors and tax exempt U.S. investors. Trinad (Trinad Capital Master Fund Ltd.), also a Caymans Island corporation, is the "Master Fund." All monies invested in the domestic feeder and offshore feeder flow through the Master Fund.

## **INDIRECT OWNERSHIP INTEREST DISCLOSURES**

The following entity holds a 10% or greater indirect ownership interest in USWI by virtue of its 85% equity and/or voting interests in **Trinad Capital Master Fund Ltd**:

Name: **Trinad Capital LP, see Note 3**  
Interest: 22%  
Street Address: 2121 Avenue of the Stars, Suite 2550  
City/State/Zip: Los Angeles, CA 90067  
Citizenship: USA  
Principal Business: Hedge Fund

The following individual holds a 10% or greater indirect ownership interest in USWI by virtue of his interests in **Trinad Capital LP**:

Name: **Robert S. Ellin**  
Interest: 23%  
(Calculated as follows: 1% direct ownership in USWI plus 22% cognizable indirect ownership through his 60% interest in both Trinad Advisors II GP, LLC and Trinad Management LLC, see Note 4)  
Street Address: 1498 Moraga  
City/State/Zip: Bel Air, CA 90049  
Citizenship: USA  
Principal Business: Hedge Fund Portfolio Manager

**Note 3:** Trinad Capital LP holds 85% equity and voting rights interests in Trinad Capital Master Fund Ltd. Therefore, upon application of the Commission's attribution rules, Trinad Capital LP's cognizable indirect interest in USWI is equal to Trinad Capital Master Fund Ltd.'s direct interest.

**Note 4:** Robert S. Ellin holds a direct 1% ownership interest in USWI. Robert S. Ellin holds an indirect, cognizable ownership interest equal to 22%, resulting from his 60% ownership interest in each of (a) Trinad Advisors II GP, LLC, which is the General Partner of Trinad Capital LP, and (b) Trinad Management LLC, which is the Manager of Trinad Capital LP.

To the best of the Parties' knowledge, they have not identified any other entity that holds a 10% or greater direct or indirect interest in USWI. None of the entities or individuals identified above holds a 10% or greater interest in any other telecommunications carrier.

§ 63.18(i). Certification that USWI is not a foreign carrier and is not affiliated with a foreign carrier:

See Exhibit B.

§ 63.18(j) Certification that USWI does not intend to provide international telecommunications services to a destination country for which any of Sections 63.18(j)(1)-(4) of the Commission's Rules, 47 C.F.R. § 63.18(j)(1)-(4) is true:

See Exhibit B.

§ 63.18 (k) Not applicable (see response to item (j)).

§ 63.18 (l) Not applicable (see response to item (j)).

§ 63.18 (m) Not applicable (see response to item (j)).

§ 63.18 (n) Certification that Applicants have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future:

See Exhibit B.

§ 63.18 (o) Certifications by the Applicants that no party to this Application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a):

See Exhibits B and C.

§ 63.18 (p) Streamlined Processing.

Applicants request streamlined processing of this application pursuant to Section 63.12 of the Commission's Rules, 47 C.F.R. § 63.12. This Application is eligible for streamlined processing pursuant to Section 63.12 of the Commission's Rules because: (1) USWI, the transferee, is not affiliated with a foreign carrier; (2) USWI is not affiliated with a dominant U.S. carrier; and (3) USWI does not seek authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines. See 47 C.F.R. §§ 63.12(a)-(c).

## CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application.

Respectfully submitted,

By: 

Jonathan S. Marashlian, Esq.  
HELEIN & MARASHLIAN, LLC  
The *Comm*Law Group  
1483 Chain Bridge Road  
Suite 301  
McLean, VA 22101  
Telephone: (703) 714-1313  
Facsimile: (703) 714-1330  
Counsel for StarVox Communications, Inc.

Kyle Dickson, Esq.  
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StarVox Communications, Inc.  
8275 El Rio  
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Houston, TX 77054  
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Fax: 713-440-4139  
E-mail: [kdickson@starvox.com](mailto:kdickson@starvox.com)

Thomas E. Rowley  
Chief Executive Officer and Director  
U.S. Wireless Data, Inc.  
2728 Orchard Parkway  
San Jose, CA 95134  
Telephone: 408-625-2701  
Facsimile: 800-270-9380  
E-mail: [tomrowley@starvox.com](mailto:tomrowley@starvox.com)

## EXHIBIT A

### **DOMESTIC SUPPLEMENT TO JOINT INTERNATIONAL AND DOMESTIC APPLICATION FOR CONSENT TO TRANSFER CONTROL**

- I. Pursuant to 47 C.F.R. § 63.04(b), the following information required by 47 C.F.R. 63.04(a)(6)-(a)(12) is supplied in connection with the attached Joint International and Domestic Application for Consent to Transfer Control.

(6) Description of the transaction:

In order to gain access to public capital markets, on March 23, 2007, StarVox completed a reverse merger ("merger") with U.S. Wireless Data, Inc. ("USWI"), a Delaware corporation, pursuant to which a wholly-owned subsidiary of USWI merged with and into StarVox, with StarVox surviving as a wholly-owned subsidiary of USWI. In connection with the merger, warrants issued pursuant to the late-2006 bridge financing were exercised as a condition to and immediately prior to the consummation of the merger.<sup>8</sup> The StarVox common stock issued in connection with such exercise was then converted into the right to receive shares of USWI Series A preferred stock in connection with the merger along with all other outstanding shares of StarVox common and preferred stock. The merger diluted the ownership interests of some individuals and entities that had previously held a cognizable interest in StarVox. StarVox's officers and management became the officers and management of USWI.

Prior to the completion of the merger, USWI was a publicly traded shell company having no operations, employees or assets. Following the merger, USWI is no longer a shell, and

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<sup>8</sup> On October 20, 2006, StarVox offered each of its then current shareholders the opportunity to participate in a bridge financing. Pursuant to such financing, StarVox issued demand promissory notes and warrants to purchase shares of StarVox common stock equal to 50% of the outstanding capital stock of StarVox to those shareholders that chose to participate.



intends to change its name to StarVox Communications, Inc. CTI remains a direct, wholly owned subsidiary of StarVox.

(7) A description of the geographic areas in which the transferor and transferees offer domestic telecommunications services, and what services are provided in each area:

Transferees

StarVox presently provides retail long distance services in California, D.C., Florida, Georgia, Illinois, Indiana, Massachusetts, Michigan, New Jersey, New York, North Carolina, Ohio, Pennsylvania, Texas, Utah, Virginia and Washington pursuant to requisite regulatory authorizations. StarVox also provides resold domestic, interstate and international telecommunications services. CTI presently provides resold and facilities-based intrastate long distance and local exchange telecommunications in Connecticut, Delaware, D.C., Maryland, Massachusetts, New Jersey, New York, Pennsylvania, Rhode Island and Texas. CTI also provides resold domestic, interstate and international telecommunications services. CTI is registered as an interstate telecommunications carrier (FRN 0003743119) and is in good standing with the Commission. CTI is authorized to provide international telecommunications pursuant to Section 214 (ITC 92-169).

Transferor

USWI does not provide telecommunications services except through StarVox and CTI.

(8) A statement as to how the Application fits into one or more of the presumptive streamlined categories in Section 63.03 or why it is otherwise appropriate for streamlined treatment:

StarVox and CTI, as transferees, will have less than a 10 percent market share in the interstate, interexchange market as a result of the transaction and will provide services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to this transaction. Further, neither StarVox nor CTI is dominant with respect to any service.

Therefore, this Application is appropriate for streamlined treatment pursuant to 47 C.F.R. § 63.03(b)(2).

(9) Identification of all other Commission applications related to the same transaction:

The attached Application for consent to the transfer of control related to the provision of international telecommunications services is being submitted herewith.

(10) A statement of whether the Applicants are requesting special consideration because either party to the transaction is facing imminent business failure:

Applicants do not seek special consideration in this Application.

(11) Identification of any separately filed waiver requests being sought in conjunction with the transaction:

Applicants do not seek any waivers in conjunction with the transactions discussed in this Application.

(12) A statement showing how grant of the Application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets:

The Applicants respectfully submit that the transfer of control effected by the recent merger with USWI, a publicly-traded shell company, serves the public interest. StarVox and CTI continue to operate under the same name and operating authorities as before the merger. All existing tariffs and rates will remain in place.

The transfer of control was entirely transparent to StarVox and CTI customers and did not have any adverse impact on them. StarVox and CTI continue to provide services under their names and servicemarks. The transfer of control involved no change in the entity providing telecommunications service directly to customers and the end user services, rates, terms and conditions of such services have not changed and the Applicants have no plans to make any changes in the near future. Lastly, the merger did not result in the transfer or disposition of

StarVox or CTI customers or authorizations. In sum, consummation of the merger did not result in any perceivable changes to StarVox's or CTI's customers. The only change is in the ultimate ownership of StarVox and CTI, which now resides with USWI, a publicly-traded company.

The transfer of control is also in the public interest and in the interest of current StarVox customers, as it provides StarVox with access to the public financial market. StarVox, as the subsidiary of a publicly-traded holding corporation, USWI, will have access to additional sources of financing that will enhance its ability to continue providing reliable, technologically advanced and competitively priced services to customers and to grow its business and further broaden the diversity of services it can offer the public.

For each of the foregoing reasons, grant of the proposed transaction is in the public interest.

II. Applicants submit the following information in support of their request for Section 214 authority pursuant to Section 63.04 of the Commission's rules.

(a) Name, Address and Telephone Number of Each Applicant

U.S. Wireless Data, Inc.  
2728 Orchard Parkway  
San Jose, CA 95134  
Telephone: 408-625-2715

StarVox Communications, Inc.  
2728 Orchard Parkway  
San Jose, CA 95134  
Telephone: 408-625-2715

Capital Telecommunications, Inc.  
200 West Market Street  
York, PA 17401  
Telephone: 717-848-8800

(b) State of Organization

USWI is a Delaware corporation.  
StarVox is a California corporation.  
CTI is a Pennsylvania corporation.

(c) Contact persons for this Application

Questions or inquiries concerning this Application may be directed to:

Jonathan S. Marashlian, Esq.  
HELEIN & MARASHLIAN, LLC  
The *CommLaw* Group  
1483 Chain Bridge Road  
Suite 301  
McLean, VA 22101  
Telephone: (703) 714-1313  
Facsimile: (703) 714-1330  
Counsel for StarVox Communications, Inc.

With a copy to:

Thomas E. Rowley  
Chief Executive Officer and Director  
U.S. Wireless Data, Inc.  
2728 Orchard Parkway  
San Jose, CA 95134  
Telephone: 408-625-2701  
Facsimile: 800-270-9380

And

Kyle Dickson, Esq.  
General Counsel  
For StarVox, CTI and USWI  
8275 El Rio  
Suite 110  
Houston, TX 77054  
Tel: 713-440-4100  
Fax: 713-440-4139  
E-mail: [kdickson@starvox.com](mailto:kdickson@starvox.com)

(d) Equity Ownership.

CTI remains a direct, wholly-owned subsidiary of StarVox, which is now, in turn, a direct, wholly-owned subsidiary of USWI as a result of its merger described herein. The following entities hold a 10% or greater direct or indirect equity interest in USWI:

## **DIRECT OWNERSHIP INTEREST DISCLOSURES**

As of March 23, 2007, the following entities or individuals hold a 10% or greater direct equity interest in USWI:

Name: **Destar LLC**  
Interest: 11%  
Street Address: 2121 Avenue of the Stars, Suite 2550  
City/State/Zip: Los Angeles, CA 90067  
Citizenship: United States  
Principal Business: Investment Holding Company

Name: **David Smith**  
Interest: 21%  
(Calculated as follows: 10% direct equity interest in USWI plus 11% interest through his 100% ownership of Destar LLC, see Note 1)  
Street Address: 888 Linda Flora Drive  
City/State/Zip: Los Angeles, CA 90077  
Citizenship: United States  
Principal Business: Investment Management

Name: **Trinad Capital Master Fund Ltd., see Note 2**  
Interest: 22%  
Street Address: 2121 Avenue of the Stars, Suite 2550  
City/State/Zip: Los Angeles, CA 90067  
Citizenship: **Trinad is incorporated in the Cayman Islands with a registered address of:**  
Codan Trust Co, Ltd  
4th Floor, Century Yard,  
Cricket Square, Hutchins Drive  
PO Box 2861  
George Town, Grand Cayman, Cayman Islands.  
Principal Business: Hedge Fund Investment Group

**Note 1:** The sole general partner and 100% stockholder of **Destar LLC** is David Smith.

**Note 2:** **Trinad Capital Master Fund Ltd.** is structured in a Master Fund/Feeder Fund ("Master/Feeder") format. **Trinad Capital LP** is the "domestic feeder." **Trinad Capital International** is a Caymans Island corporation and is the "offshore feeder." This is for offshore investors and tax exempt U.S. investors. **Trinad (Trinad Capital Master Fund Ltd.)**, also a Caymans Island corporation, is the "Master Fund." All monies invested in the domestic feeder and offshore feeder flow through the Master Fund.

## **INDIRECT OWNERSHIP INTEREST DISCLOSURES**

The following entity holds a 10% or greater indirect ownership interest in USWI by virtue of its 85% equity and/or voting interests in **Trinad Capital Master Fund Ltd.**:

Name: **Trinad Capital LP**, see Note 3  
Interest: 22%  
Street Address: 2121 Avenue of the Stars, Suite 2550  
City/State/Zip: Los Angeles, CA 90067  
Citizenship: USA  
Principal Business: Hedge Fund

The following individual holds a 10% or greater indirect ownership interest in USWI by virtue of his interests in **Trinad Capital LP**:

Name: **Robert S. Ellin**  
Interest: 23%  
(Calculated as follows: 1% direct ownership in USWI plus 22% cognizable indirect ownership through his 60% interest in both Trinad Advisors II GP, LLC and Trinad Management LLC, see Note 4)  
Street Address: 1498 Moraga  
City/State/Zip: Bel Air, CA 90049  
Citizenship: USA  
Principal Business: Hedge Fund Portfolio Manager

**Note 3:** Trinad Capital LP holds 85% equity and voting rights interests in Trinad Capital Master Fund Ltd. Therefore, upon application of the Commission's attribution rules, Trinad Capital LP's cognizable indirect interest in USWI is equal to Trinad Capital Master Fund Ltd.'s direct interest.

**Note 4:** Robert S. Ellin holds a direct 1% ownership interest in USWI. Robert S. Ellin holds an indirect, cognizable ownership interest equal to 22%, resulting from his 60% ownership interest in each of (a) Trinad Advisors II GP, LLC, which is the General Partner of Trinad Capital LP, and (b) Trinad Management LLC, which is the Manager of Trinad Capital LP.

To the best of the Parties' knowledge, they have not identified any other entity that holds a 10% or greater direct or indirect interest in USWI. None of the entities or individuals identified above holds a 10% or greater interest in any other telecommunications carrier.

EXHIBIT B

CERTIFICATIONS OF APPLICANT

U.S. WIRELESS DATA, INC.

## CERTIFICATIONS OF U.S. WIRELESS DATA, INC.

On behalf of U.S. Wireless Data, Inc. ("USWI") and in accordance with Sections 1.2001-1.2003 of the Commission's Rules, 47 C.F.R. §§ 1.2001-1.2003, I hereby certify that neither USWI, its officers and directors, nor any party with a five percent or greater interest in USWI, is subject to a denial of the Federal benefits requested herein pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. See 21 U.S.C. § 853(a). I also hereby certify that the statements in the foregoing application are true, complete, and correct to the best of my knowledge and are made in good faith.

USWI has not agreed to accept any concessions directly or indirectly from any foreign carrier or administration with respect to traffic or revenue flow between the United States and various international points under the authority granted under Section 214 of the Communications Act of 1934, as amended, and the Commission's Rules, and has not agreed to enter into such agreements in the future.

Pursuant to Section 63.18(f) of the Commission's Rules, 47 C.F.R. § 63.18(f), I certify that USWI is neither a foreign carrier nor affiliated with a foreign carrier as defined by the Commission's Rules.

Further, pursuant to Section 63.18(j) of the Commission's Rules, 47 C.F.R. § 63.18(j), I certify that USWI does not intend to provide international telecommunications services to a destination country for which: (1) USWI is a foreign carrier in that country; or (2) USWI controls a foreign carrier in that country; or (3) any entity that owns more than 25 percent of USWI controls a foreign carrier in that country; or (4) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of USWI and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

U.S. WIRELESS DATA, INC.

By: 

Name: Kyle Dickson

Title: General Counsel

Date: May 1, 2007



EXHIBIT C

CERTIFICATIONS OF AUTHORIZED CARRIERS

STARVOX COMMUNICATIONS, INC.  
CAPITAL TELECOMMUNICATIONS, INC.

**CERTIFICATIONS OF  
STARVOX COMMUNICATIONS, INC. AND  
CAPITAL TELECOMMUNICATIONS, INC.**

On behalf of StarVox Communications, Inc. ("StarVox") and its wholly-owned subsidiary, Capital Telecommunications, Inc. ("CTI") (together, "the Company"), and in accordance with Sections 1.2001-1.2003 of the Commission's Rules, 47 C.F.R. §§ 1.2001-1.2003, I hereby certify that neither the Company, its officers and directors, nor any party with a five percent or greater interest in the Company, is subject to a denial of the Federal benefits requested herein pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. See 21 U.S.C. § 853(a). I also hereby certify that the statements in the foregoing application are true, complete and correct to the best of my knowledge and are made in good faith.

STARVOX COMMUNICATIONS, INC.  
CAPITAL TELECOMMUNICATIONS, INC.

By: 

Name: Kyle L. Dickson

Title: General Counsel

Date: May 1, 2007